

African Violet Society of W.A. (Inc)

Constitution

**Under the
Associations Incorporation Act 2015**

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1. PRELIMINARY

1.1 Name of Association

1.1.1 The name of the incorporated Association is “**AFRICAN VIOLET SOCIETY OF W.A. (INC)**”.

1.1.2 The African Violet Society of W.A. (Inc) was incorporated on 10th January 2010.

1.2 Objects of the Society

The objects and purposes of the African Violet Society of W.A. (Inc) are:

- (a)** To provide a convenient and beneficial association of people interested in African Violets (*Saintpaulia*) and other Gesneriads and provide opportunities for members to meet and socialise with others who share similar interests.
- (b)** To stimulate an interest in the propagation and culture of African Violets and other Gesneriads.
- (c)** To promote the distribution of varieties and species among the members and others interested in growing them to ensure sustainability.
- (d)** To endeavour to correctly name African Violets and other Gesneriads.
- (e)** To gather and publish reliable, practical information on the culture and propagation of African Violets, other Gesneriads and articles of interest.
- (f)** To do anything lawful to promote the above objectives.

1.3 Quorum for Committee of Management Meetings

Five (5) members personally present (being members entitled to vote under these Rules at a Committee of Management Meeting) one of whom must be either the Chairperson, Vice Chairperson, Secretary or Treasurer, will constitute a quorum for the conduct of business at a Committee Meeting.

1.4 Quorum for General Meetings

Eleven (11) members present in person - one of whom must be the Chairperson, Vice Chairperson, Secretary or Treasurer - will constitute a quorum in order to conduct a General Meeting.

1.5 Financial Year

The African Violet Society of W.A. (Inc) Financial Year will commence on 1st July and end on 30th June of the following year.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 2015;

“AGM” means the annual general meeting convened under Rule 23.1;

“books” of the African Violet Society of W.A. (Inc) has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; electronic minutes and documents and securities of the African Violet Society of WA Inc.

“by-laws” are additional arrangements or processes adopted by members by Ordinary Resolution of the African Violet Society of W.A. (Inc) to supplement these Rules. They do not form part of these Rules and are not required to be lodged with the Commissioner.

“Chairperson” means the African Violet Society of W.A. (Inc) member elected to the executive committee as Chairperson of the African Violet Society of W.A. (Inc)’s committee, preferably with previous experience conducting committee meetings, general meetings and special meetings;

“Vice Chairperson” means the African Violet Society of W.A. (Inc) member elected to the executive committee as Chairperson of the African Violet Society of W.A. (Inc)’s committee, preferably with previous experience conducting committee meetings, general meetings and special meetings;

“Commissioner” means the person designated as the “Commissioner” from time to time under the Act;

“committee” means the Committee of Management required by the Act which is the body responsible for the management of the affairs of the Society;

“committee meeting” means a meeting referred to in Rule 14;

“committee member” means a current member of the committee;

“financial records” has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, electronic bank transfers, Pay Pal (internet), bills of exchange, cheques, credit card statements, promissory notes and vouchers;
- (b) working papers and other documents needed to explain the methods by which financial statements are prepared; and
- (c) adjustments to be made in preparing financial statements; “financial report” has the meaning given to it in sections 62 and 63 of the Act; “financial statements” has the meaning given to it in section 62 of the Act; “financial year” has the meaning given to it in Rule 1.5;

“general meeting” means a meeting of the African Violet Society of W.A. (Inc) to which all members are invited to attend;

“member” means a person who is a financial member of the African Violet Society of W.A. (Inc) under these Rules;

“ordinary resolution” means a resolution to decide a question or matter at a general

meeting that is not a Special Resolution;

“**poll**” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

“**Rules**” mean these Rules in this constitution of the African Violet Society of W.A. (Inc) as amended from time to time under Rule 24.2;

“**Secretary**” means a Society member elected to executive committee as Secretary of the Society;

“**Society**” means the African Violet Society of W.A. (Inc);

“**special general meeting**” means a general meeting of the Society for a specific purpose other than an ordinary meeting or annual general meeting;

“**special resolution**” is a resolution of the Society passed in accordance with Rule 19.1;

“**sub-committee**” means a sub group appointed by the committee under Rule 16;

“**surplus property**” means the property remaining when the Society is wound up or cancelled after satisfying:

- (a) The debts and liabilities of the Society; and
- (b) The costs, charges and expenses of winding up the Society, but does not include books pertaining to the management of the Society;

“**Treasurer**” means a Society member elected to the executive committee as Treasurer of the Society.

2.2 Notices

2.2.1 A notice or other communication connected with these Rules is deemed to be properly effected if served as follows:

- (a) Delivered by hand to the them or their nominated address;
- (b) Sent by post to the nominated postal address of the addressee; or
- (c) Sent by e-mail or any other method of electronic communication to their nominated electronic address or published on the Societies website.

3. POWERS OF THE SOCIETY

Subject to the Act, the Society may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner and in particular, may:

- (a) Acquire, hold, deal with, and dispose of any Society owned property;
- (b) Open and operate bank accounts, credit cards and other financial instruments;
- (c) Invest the Society’s money in any security in which trust monies may lawfully be invested; or any other manner authorised by the Rules and by-laws of the Society;

4. NOT FOR PROFIT

The property and income of the Society must be used solely towards fulfilling the objects of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects.

5. MEMBERSHIP OF THE SOCIETY

5.1 Minimum Number of Members

The Society must have at least eleven (11) members with full voting rights.

5.2 Qualifications for Membership

5.2.1 Subject to Rules 5.2.2 and 5.2.3 any person who supports the purposes of the Society is eligible to apply for membership.

5.2.2 The Society must comply with all legal and regulatory obligations that apply to the Society when assessing eligibility of an applicant for membership; and

5.2.3 A person under the age of 15 years is not to belong to a class of membership that confers voting rights.

5.3 Applying for Membership

5.3.1 A person who wants to become a member must:

- (a) Apply by completing the Society's official Membership Form,
- (b) be nominated for membership by a financial member,
- (c) pay all fees necessary for membership.

5.3.2 Application forms must be signed by the applicant and the nominee.

5.3.3 The Society may have more than one class of membership as designated in the by-laws, in which case the application form must specify the applicable class of membership.

5.4 Deciding Membership Applications

5.4.1 The committee will consider and decide whether to approve or reject any membership Application.

5.4.2 When considering a membership application, the committee may seek clarification of any matter or further information in support of the application and may delay its decision to allow for that material to be provided and proceed to consider and decide other application.

- (a) The committee must not approve a membership application unless the applicant meets all the eligibility requirements under Rule 5.2; and
- (b) Applies for membership under Rule 5.3

5.4.3 The committee may refuse to accept a membership application even if the

applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2.

- 5.4.4** As soon as is practicable after the committee has made a decision under Rule 5.4.1 the committee must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.
- 5.4.5** An applicant whose application for membership of the Society is rejected under rule 5.3 may appeal against that decision, but must give notice to the Secretary of an intention to do so within a period of fourteen (14) days from the date he or she is advised of the rejection.
- 5.4.6** When notice is given under rule 5.4.5, the Society in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by or to make representations in writing to, the Society in a General Meeting.

5.5 Acceptance as a Member of the Society

- 5.5.1** An applicant becomes a member of the Society if:
- (a) The applicant is eligible for membership under Rule 5.2;
 - (b) The applicant completes and signs a Society application form under Rule 5.3;
 - (c) The committee approves the applicant's application for membership; and
 - (d) The applicant pays any fees due under Rules 9.1 and 9.2.
- 5.5.2** The applicant immediately becomes a member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable and over the age of 15), and must comply with all of the obligations of membership under these Rules, when Rule 5.5.1 has been fulfilled.

5.6 Recording Membership in the Register

The Secretary must enter a person's name and details in the current Membership Register within 28 days after the person becomes a member.

6. LIABILITY AND ENTITLEMENTS OF MEMBERS

6.1 Classes of Members

Classes of membership of the Society are as determined in the Society by-laws and may be changed by a vote by members

6.2 Members Voting Rights

Each financial ordinary member of the Society has one vote at a general meeting of the Society.

6.3 Liability of Members

- 6.3.1** A member is only liable for their outstanding membership fees payable under Rules 9.1.
- 6.3.2** A member is not liable, by reason of the person's Membership, for the liabilities

of the Society or the cost of winding up the Society.

6.4 Payment to Members

6.4.1 Subject to Rule 6.5.1, no portion of the income or property of the Society may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.

6.4.2 Rule 6.5.1 does not prevent:

- (a) The payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual course of business;
- (b) The payment of reasonable and proper rent by the Society to a Member for premises leased by the Member to them; or
- (c) The reimbursement of expenses incurred by any member or any committee Member on behalf of the Society.

6.5 Membership Entitlements not Transferable

A right, privilege or obligation that a person has because he or she is a Member of the Society:

- (a) Is not transferable to any other person; and
- (b) ends when the person's membership ceases.

7. CEASING TO BE A MEMBER

7.1 Ending Membership

7.1.1 A person's membership ends, if the person:

- (a) Dies;
- (b) Ceases to be a Member under Rule 9.2.4
- (c) Resigns as a Member under Rule 7.2; or
- (d) Is expelled from the Society under Rule 7.3.

7.1.2 For a period of seven (7) year after a person's membership ends, the Secretary must keep a record of:

- (a) The date on which a person ceases to be a Member under Rule 7.1.1; and
- (b) The reason why the person ceases to be a Member.

7.2 Resigning as a Member

7.2.1 A member, who has paid all amounts payable by the Member to the Society in respect of their membership, may resign from membership by giving written

notice of their resignation to the Secretary.

7.2.2 The member resigns:

- (a) At the time the Secretary receives the notice; or
- (b) If a later time is stated in the notice, at that later time.

7.2.3 Any Member who resigns from the Society remains liable to pay to the Society any outstanding fees which may be recovered as a debt due to the Society by the member.

7.3 Suspending or Expelling Members

7.3.1 The Committee may, by resolution, suspend or expel a member from membership if:

- (a) The member refuses or neglects to comply with these Rules; or
- (b) The member's conduct or behaviour is detrimental to the interests of the Society.

7.3.2 The committee must hold a committee meeting to decide whether to suspend or expel a Member.

7.3.3 The Secretary must, not less than 14 days before the committee meeting referred to in Rule 7.3.2, give written notice to the member in question:

- (a) Of the proposed suspension or expulsion and the grounds on which it is based;
- (b) Of the date, place and time of the committee meeting;
- (c) That the member, or the member's representative, may attend the committee meeting; and
- (d) That the member, or the member's representative, may address the committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, in writing, or both.

7.3.4 At the committee meeting referred to in Rule 7.3.2 the committee must:

- (a) Give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally, in writing or both;
- (b) Give due consideration to any orally or written statement submitted by the Member or the Member's representative; and
- (c) Determine whether or not the Member should be:
 - (1) expelled from the Society; or
 - (2) suspended from membership, and if so, the period that the Member should be suspended from membership.

7.3.5 Once the committee has decided to suspend or expel a Member under Rule 7.3.4, the Member is immediately suspended or expelled from membership.

7.3.6 The Secretary must inform the Member in writing of the decision of the committee and the reasons for the decision, within 7 days of the committee meeting referred to in Rule 7.3.2

7.4 Right of Appeal against Suspension or Expulsion

If a member is suspended or expelled under Rule 7.3, the person may appeal the committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under Rule 7.3.4 and may request the appointment of a mediator under Rule 27.2.

7.5 Reinstatement of a Member

If the Committee's decision to suspend or expel a member is revoked under these Rules, any act performed by the committee or members in general meeting during the period that the Member was suspended or expelled from membership under Rule 7.3, is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

7.6 When a Member is Suspended or Expelled

7.6.1 If a member's membership is suspended under Rule 7.3 the Secretary must record in the Register:

- (a) The name of the Member that has been suspended or expelled from membership;
- (b) The date on which the suspension expulsion takes effect; and
- (c) The length of the suspension determined by the committee (7.3.4 c (2)).

7.6.2 A Member that has been suspended under Rule 7.3.4 cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.

7.6.3 Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

8. MEMBERSHIP REGISTER

8.1 Register of Members

The Secretary or a person authorised by the committee from time to time must maintain a register of members and make sure that the Register is up to date.

8.1.1 The Register must contain:

- (a) The full name of each member;
- (b) A contact residential and postal address and if possible, mobile and landline telephone numbers and email address of each member;
- (c) The class of membership held by the member; and
- (d) The date on which the person became a member.

- 8.1.2 Any change in membership of the Society must be recorded in the Register within 28 days after the change occurs.
- 8.1.3 The Register must be kept and maintained at the Secretary's place of residence or at such other place as the committee decides.

8.2 Inspecting the Register

- 8.2.1 Any member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Society and the member.
- 8.2.2 A member must contact the Secretary to request to inspect the Register.
- 8.2.3 The member may take notes of details from the Register but has no right to remove the Register for that purpose.

8.3 Copy of the Register

- 8.3.1 A Member may request in writing a copy of specific entries in the Register.
- 8.3.2 The committee may require a member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Society and may decline a request at the discretion of the committee.
- 8.3.3 The Society may charge a reasonable fee to the member for providing a copy of the Register, the amount to be determined by the committee from time to time.

8.4 When Using the Information in the Register is prohibited

A member must not use or disclose the information on the Register:

- (a) To gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) To contact, send material to the Society or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the committee, or
- (c) For any other purpose unless the purpose:
 - (1) is directly connected with the affairs of the Society; or
 - (2) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. MEMBERSHIP FEES

9.1 Entrance Fee

The committee may from time to time determine the amount of the entrance fee, if any, to be paid by each member or each class of members to becoming a member.

9.2 Annual Membership Fee

- 9.2.1 The committee may from time to time determine the amount of the annual

membership fee, if any, to be paid by each member or each class of member.

- 9.2.2** Each member must pay the annual membership fee determined under Rule 9.2.1 to the Treasurer, or a person authorised by the committee to receive payments, as and when decided by the committee.
- 9.2.3** If a member pays the annual membership fee within three (3) months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- 9.2.4** If a person fails to pay the annual Membership fee within 3 months after the due date, the person ceases to be a Member.
- 9.2.5** If a person ceases to be a Member under Rule 9.2.4 and subsequently pays to the Society all the member's outstanding fees, the committee may, if it thinks fit, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- 9.2.6** On initially making application to join the Society, an applicant may be required to tender a Registration Fee with the Annual Membership Fee. Such Registration Fee is for the associated costs of introducing the member to the Society with the provision of 'welcoming' materials.
- 9.2.7** The committee by unanimous opinion may recommend the granting of Life Membership and its inherent benefits to a member for an outstanding contribution for or on behalf of the Society over an extended period, such granting to be approved by a three fourths (3/4) majority of members present at a meeting.

10. POWERS AND COMPOSITION OF THE COMMITTEE

The governing body of the Society is to be called the committee and it has authority to control and manage the affairs of the Society.

10.1 Powers of the Committee

Subject to the Act, these Rules and any by-law or lawful resolution passed by the Society in general meeting, and the committee meeting:

- (a)** May exercise all powers and functions as may be exercised by the Society, other than those powers and functions that are required by these Rules to be exercised by general meetings of the members; and
- (b)** Has power to perform all acts and do all things that the committee deems to be necessary or desirable for the management of, and in order to achieve the objectives of the Society.

10.2 Committee Members

- 10.2.1** Must complete a signed Nomination Form as a candidate with two nominees who are financial members.
- 10.2.2** The committee is to consist of:
 - (a)** The four (4) executive office holders of the Society.
 - (b)** A new Chairperson may request the immediate past Chairperson ex-

officio be on the committee with the same rights as elected members.

(c) Not less than two (2) other members; and

10.2.3 The number of other members of the committee is to be determined by the committee or as defined in the by-laws.

10.2.4 The executive office holders of the Society are:

(a) The Chairperson

(b) The Vice Chairperson

(c) The Secretary

(d) The Treasurer

10.2.5 A committee member must be:

(a) A natural person

(b) Over 18 years of age

(c) A financial member

10.2.6 No person shall hold more than one of the executive positions set out in Rule at any time.

10.2.7 No person shall hold a position on the committee if they have been convicted and or imprisoned in the previous five years.

10.2.8 No person shall hold a position on the committee if the person is a bankrupt or a person whose affairs are under insolvency.

11. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

11.1 Obligations of the Committee

The committee must take all reasonable steps to ensure the Society complies with its obligations under the Act, these Rules and any by-laws.

11.2 Responsibilities of Committee Members

11.2.1 A committee member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

11.2.2 A committee member must exercise their powers and discharge their duties in good faith in the best interests of the Society and for a proper purpose.

11.2.3 A committee member or former committee member must not improperly use their position or information obtained because of their membership of the committee to:

(a) Gain an advantage for themselves or another person; or

(b) Cause detriment to the Society.

11.2.4 A committee member having any material personal interest in a matter being considered at a committee meeting must:

(a) As soon as they become aware of that interest, disclose the nature and extent of their interest to the committee;

(b) Not be present while the matter is being considered at the committee meeting or vote on the matter.

11.2.5 Rule 11.2.4 does not apply in respect to a material personal interest when:

(a) A Committee member having declared an interest, maybe requested by the Committee to comment, if it is advantageous to the Society.

11.2.6 The Secretary must record every disclosure made by a committee member under Rule 11.2.4 in the minutes of the committee meeting at which the disclosure is made.

11.2.7 No committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Society unless the person is authorised by the committee to do so and such authority is recorded in the minutes of the committee meeting.

11.3 Chairperson

11.3.1 The Chairperson is the chief executive of the Society and may convene special meetings of the committee under Rule 14.1.3 ;

11.3.2 Is the custodian of the Constitution and is responsible for its adherence to the Rules and by-laws for the conduct of the Society;

11.3.3 Has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these Rules under Rule 14.3; and preside over general meetings under Rule 17.4; and

11.3.4 Must ensure that the minutes of a general meeting or committee meeting are reviewed and signed as correct under Rule 20.1.3

11.4 Deputy Chairperson

The deputy Chairperson (or in their absence, another committee member) assists the Chairperson in carrying out their duties, and acts as Chairperson when required.

11.5 Secretary

11.5.1 The Secretary must record every disclosure made by a committee member under Rule 11.2.3 to 11.2.4 in the minutes of the committee meeting at which the disclosure is made;

11.5.2 Co-ordinate the correspondence of the Society including emails;

11.5.3 Consult with the Chairperson about all business to be conducted at meetings and convene general meetings and committee meetings, including preparing the notices of meetings and of the business to be conducted at each meeting to

be known as the agenda;

- 11.5.4** Keep and maintain in an up to date condition the Rules and by-laws of the Society.
- 11.5.5** Maintain the register of the members or supervise a list compiled by a member of the committee who is appointed as Membership Secretary, referred to in Rule 8.1;
- 11.5.6** Maintain the record of office holders of the Society, referred to in Rule 11.7;
- 11.5.7** Ensure the safe custody of the books (with the exception of the Accounting Records) of the Society;
- 11.5.8** Keep full and correct minutes of committee meetings and General Meetings; and
- 11.5.9** Perform any other duties imposed by these Rules, by-laws or the Committee

11.6 Treasurer

The Treasurer must ensure all moneys payable to the Society are collected and that receipts are issued for those Moneys in the name of the Society.

- 11.6.2** Make payment of all moneys into the account or accounts of the Society as the committee may from time to time direct.
- 11.6.3** Make timely payments from the funds of the Society with the authority of a general meeting or of the committee.
- 11.6.4** Ensure the Society complies with the account keeping requirements in Part 5 of the Act.
- 11.6.5** Maintain the safe custody of the Financial Records of the Society and any other relevant records of the Society.
- 11.6.6** Prepare the financial statements and an auditor's report of the Society's finances prior to submission to the AGM of the Society and.
- 11.6.7** Perform any other duties imposed by these Rules, by-laws or the Committee.

11.7 Record of Office Holders

The Secretary or a person authorised by the committee from time to time must maintain a record of office holders.

- 11.7.1** The record of office holders must include:
 - (a)** The full name of each office holder;
 - (b)** The office held and the dates of appointment and (if applicable) cessation
 - (c)** A current contact residential and postal addresses and if possible phone numbers and email address of each office holder.
- 11.7.2** The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the committee decides.

11.8 Inspecting the Record of Office Holders

- 11.8.1** Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Society and the Member.
- 11.8.2** The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

12. APPOINTING COMMITTEE MEMBERS

12.1 Appointment to the Committee

Committee Members are appointed to the committee by:

- (a)** Election at an AGM; or
- (b)** Appointment to fill a casual vacancy under Rule 13.1.2
- (a)** At the discretion of the committee.

12.2 Nominating as a Candidate for Election to a Committee Position

A financial member who wishes to be a committee member must be nominated by two (2) other financial members as a candidate for election.

- 12.2.1** Nominations for election to the committee must be with the Secretary before the start of the AGM.
- 12.2.2** The Secretary must give notice calling for nominations for election to the committee 28 days before the AGM.
- 12.2.3** The nomination for election as a candidate must be:
 - (a)** In writing on an official Nomination Form; and
 - (b)** Delivered to the Secretary before the start of the AGM.
- 12.2.2** If a nomination for election to the committee is not made in accordance with Rules 12.2.1-12.2.3 the nomination is to be deemed invalid and the member will not be eligible for election unless Rule 12.3.3 takes effect.

12.3 Electing Committee Members

- 12.3.1** If the number of valid nominations received under Rule 12.2 is equal to the number of vacancies to be filled for the relevant position on the committee, the member nominated shall be deemed to be elected at the AGM.
- 12.3.2** If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the committee, elections for the positions must be conducted at the AGM.
- 12.3.3** If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.

12.3.4 Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

12.3.5 If an insufficient number of nominations are received from the floor for the number of vacancies on the committee that remain Rule 13.1.2 applies and the committee may appoint a member to the vacant position.

12.3.6 The elections for office holders or ordinary committee member are to be conducted at the AGM in the manner directed by the committee.

12.4 Voting in Elections for Membership of the Committee

12.4.1 Subject to Rule 19.3.5 each member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the committee.

12.4.2 A member who nominates for election or re-election may vote for them self.

12.5 Term of Office of Committee Members

12.5.1 The members appointed to the Society committee will hold office until the following AGM of the Society and will be eligible for re-election.

12.5.2 Subject to Rule 12.5.1 a committee member's term will commence on the date

(a) Election at an AGM; or

(b) Appointment to fill a casual vacancy that arises under Rule 13.1.2

12.5.3 All retiring committee members are eligible to nominate under Rule 12.2, for re-election.

13. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

13.1 Vacant Positions on the Committee

13.1.1 A casual vacancy occurs in the position of a committee member and that position becomes vacant if the committee member:

(a) Dies;

(b) Ceases to be a member.

(c) Becomes disqualified from holding a position under Rule 10.2.6 or 10.2.7 as a result of bankruptcy or conviction of a relevant criminal offence.

(d) Becomes permanently incapacitated by mental or physical ill-health.

(e) Resigns from office under Rule 13.2;.

(f) Is removed from office under Rule 13.3, or

(g) Is absent from more than three consecutive committee meetings without a good reason or three committee meetings in the same Financial Year without tendering an apology, where the member received notice of the

meetings, and the committee has resolved to declare the office vacant.

13.1.2 If a position on the committee is declared vacant or there is a casual vacancy within the meaning of Rule 13.1.1 the continuing committee members may:

- (a) Appoint a member to fill that vacancy until the next AGM; or
- (b) Subject to Rule 11.2, continue despite the vacant position on the committee

13.1.3 If the number of committee members is less than the number fixed under Rule 1.3 as the quorum for committee meetings, the continuing committee members may act only to:

- (a) Increase the number of members on the committee to the number required for a quorum.
- (b) Convene a general meeting of the Society.

13.2 Resigning from the Committee

13.2.1 A committee member may resign from the committee by giving written notice of resignation to the Secretary, or if the committee member is the Secretary, to the Chairperson.

13.2.2 The committee member resigns:

- (a) At the time the Secretary or Chairperson received notice (Rule 13.2.1);
- (b) Or if a later time is stated in the notice, at the later time.

13.3 Removal from Committee

13.3.1 Subject to Rule 13.1.1(g) a committee member may only be removed from their position on the committee by resolution at a general meeting of the Society if a majority of the members present and eligible to vote at the meeting vote in favour of the removal.

13.3.2 The committee member who faces removal from the committee must be given a full and fair opportunity at the general meeting to state their case as to why the member should not be removed from their position on the committee.

13.3.3 If all committee members are removed by resolution at a general meeting, the Members must, at the same General Meeting, elect an interim committee. The interim committee must, within two months, convene a general meeting of the Society for the purpose of electing a new committee.

14. COMMITTEE MEETINGS

14.1 Meetings of the Committee

14.1.1 The committee must meet at least six (6) times in each year.

14.1.2 The committee is to determine the place and time of all committee meetings.

14.1.3 Special meetings of the committee may be convened under Rule 14.2 by:

- (a) The Chairperson; or
- (b) Any two committee members.

14.2 Notice of Committee Meetings

- 14.2.1** The Secretary or Chairperson must give each committee member at least 48 hours' notice of each committee meeting before the time appointed for holding the meeting.
- 14.2.2** Notice of a committee meeting must specify the general nature of the business to be transacted at the meeting and may be done by telephone email or other electronic means.

14.3 Chairing Committee Meetings

- 14.3.1** The Chairperson or, in the Chairperson's absence the Vice Chairperson or another committee member is to preside as Chairperson of each committee meeting.
- 14.3.2** If the Chairperson is absent or unwilling to act the Vice Chairperson takes the chair or the remaining committee members must choose one of their numbers to preside as Chairperson at the committee meeting.

14.4 Procedure of the Committee Meeting

- 14.4.1** The committee cannot conduct business unless a quorum of five (5) is present as per Rule 1.3.
- 14.4.2** If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to a time, day and place agree by those Committee members present.
- 14.4.3** If at a meeting adjourned under Rule 14.4.2, a quorum is not present within half an hour of the time appointed for the meeting, the committee members personally present will constitute a quorum.
- 14.4.4** Committee meetings may take place:
 - (a) Where the committee members are physically present together,
 - (b) Where the committee members are able to communicate by using any technology that reasonably allows the committee member to participate fully in discussions as they happen in the committee meeting (video conference, Skype etc.) and in making decisions, provided that the participation of the member not physically at the committee meeting is made known to all other members.
- 14.4.5** A committee member who participates in a meeting as set out in Rule 14.4.4(b):
 - (a) is deemed to be present at the committee meeting; and
 - (b) continues to be present at the meeting for the purposes of establishing a quorum, until the committee member notifies the other committee members that he or she is no longer taking part in the committee meeting.

- 14.4.6** Subject to these Rules, the committee members present at the committee meeting are to determine the procedure and order of business to be followed at a committee meeting.
- 14.4.7** All committee members have the right to attend and vote at committee meetings.
- 14.4.8** All members, or other guests, may attend committee meetings if invited by the committee but the invited person(s) or guest(s) shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (a) The Secretary or a person authorised by the committee from time to time must keep the names of persons present at each meeting as well as minutes of the resolutions and proceedings of all committee.

14.5 Voting at Committee Meetings

- 14.5.1** Only committee members present at a committee meeting have a vote.
- 14.5.2** A question arising at a committee meeting is to be decided by a majority of votes, but if there is an equality of votes, the Chairperson of the committee meeting as set out in Rule 14.3 is entitled to exercise a second or casting vote.
- 14.5.3** Decisions may be made by general agreement or a show of hands.
- 14.5.4** A poll by secret ballot may be used if the committee prefers to determine a matter in this way; the person presiding over the committee meeting is to oversee the ballot.

14.6 Acts not Affected by Defects or Disqualifications

Any act performed by the committee, a sub-committee or a person acting as a committee member is deemed to be valid even if the act was performed when:

- (a) There was a defect in the appointment of a committee member, sub-committee or person holding a subsidiary office; or
- (b) A committee member, a sub-committee member or a person holding a subsidiary office was disqualified from being a member.

15. REMUNERATION OF COMMITTEE MEMBERS

- 15.1** Committee members must not receive any remuneration for their services as committee members other than as described at Rule 15.1.
- 15.2** The Society may pay a committee member's travelling and other expenses as properly incurred in connection with the Society's business and approved by the committee.

16. SUB-COMMITTEE AND DELEGATION

- 16.1** Appointment of Sub-Committee

- 16.1.1** The committee may appoint one or more sub-committees as considered appropriate by the committee from time to time to assist with the conduct of the Society's operations.
- 16.1.2** Sub-committees may comprise (in such numbers as the committee determines) members and non-members.
- 16.1.3** Subject to these Rules, the sub-committee members present at the sub-committee meeting determine the procedure and order of business to be followed at the sub-committee meeting.

16.2 Delegation by Committee to Sub-Committee

- 16.2.1** The committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the committee sees fit from time to time.
- 16.2.2** Despite any delegation under this Rule, the committee may continue to exercise all of its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

17. GENERAL MEETINGS

17.1 Procedure for General Meetings

- 17.1.1** General meetings may take place where ever the members are physically present together.
- 17.1.2** A member who participates in a meeting as set out in Rule 17.1.1;
 - (a)** Is deemed to be present at the general meeting; and
 - (b)** Continues to be present at the meeting for the purposes of establishing a quorum, until the member notifies the other members that he or she is no longer taking part in the General Meeting (i.e. leaves the meeting).

17.2 Quorum for General Meetings

- 17.2.1** The Quorum for general meetings is 11 financial members as specified in Rule 1.4.
- 17.2.2** Subject to Rules 17.2.3 and 17.2.4, no business is to be conducted at a general meeting unless a quorum of members entitled to vote under these Rules is present.
- 17.2.3** If, within half an hour of the time appointed for the commencement of a general meeting, a quorum is not present:
 - (a)** in the case of a Special General Meeting, the meeting lapses; or
 - (b)** in the case of an AGM, the meeting is to stand adjourned to a time, day and place determined by the committee; and

- (C) if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

17.3 Notice of General Meetings and Resolutions

17.3.1 The Secretary must give:

- (a) Notice of General Meetings once each year where an agreement with a venue determines the recurring date on monthly basis.
- (b) The Secretary must give at least 14 days' notice of a meeting to members if a special resolution is proposed to be moved at the meeting and the notice convening a meeting must specify:
 - (1) the place, date and time of the meeting; and
 - (2) the particulars and order of the business to be conducted at the meeting.
- (c) Notice may be handed directly to a member, sent through the post or given by email or other electronic method.

17.4 Presiding at General Meetings

- 17.4.1** The Chairperson or, if the Chairperson is absent or unwilling to act the Vice Chairperson takes the chair or members must choose one of their numbers to preside as Chairperson at the general meeting.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meeting

The committee may at any time convene a Special General Meeting of the Society.

- 18.1.1** The Secretary must convene a Special General Meeting of the Society within 28 days after receiving a written request to do so from the greater of 11 Members or 33% of the membership.

18.2 Request for a Special General Meeting

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required 11 Members making the request and
- (c) be lodged with the Secretary.

18.3 Failure to Convene Special General Meeting

- 18.3.1** If the Secretary fails to convene a special general meeting within the 28 days referred to in Rule 18.1.2 the members who made the request; may convene a special general meeting within 3 months after the original request was lodged as if the members were the committee.

- 18.3.2** A special general meeting must be convened in the same or substantially the same manner as general meetings are convened by the committee and the

Society must pay the reasonable expenses of convening and holding the special general meeting.

19. MAKING DECISIONS AT GENERAL MEETINGS

19.1 Special Resolutions

19.1.1 A special resolution must be moved at a general meeting where notice of the special resolution has been given under Rule 19.1.3.

19.1.2 A Special Resolution of the Society is required to:

- (a) Amend the name of the Society.
- (b) Amend the Rules, under Rule 24.2.
- (c) Affiliate the Society with another body.
- (d) Amalgamate the Society with one or more other incorporated associations.
- (e) Voluntarily wind up the Society.
- (f) Cancel incorporation; or
- (g) Request that a statutory manager be appointed.

19.1.3 Notice of a Special Resolution must:

- (a) Be in writing;
- (b) Include the place, date and time of the meeting.
- (c) Include the intention to propose a Special Resolution.
- (d) Set out the wording of the proposed Special Resolution, and
- (e) Be given in accordance with Rule 2.2.

19.1.4 If notice is not given in accordance with Rule 19.1(c), the Special Resolution will have no effect.

19.1.5 A Special Resolution must be passed at a general meeting at which there is a quorum and be supported by the votes of not less than three-fourths (3/4) of the members present, in person or by proxy, and eligible to cast a vote at the meeting.

19.2 Ordinary Resolutions

Subject to these Rules, a majority of votes will determine a Resolution.

19.3 Voting at meetings

19.3.1 Subject to these Rules, each ordinary Member has one vote at a General Meeting of the Society.

19.3.2 A person casts a vote at a meeting either by:

- (a) Voting at the meeting in person or
- (b) By written, signed proxy.

19.3.3 In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

19.3.4 A Member or their proxy is not entitled to vote at any General Meeting of the Society unless all money due and payable by the Member or their proxy to the Society has been paid in accordance with Rules 9.1 and 9.2.

19.3.5 A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under Rule 17.3.

19.4 Proxies

19.4.1 Each Member is entitled to appoint in writing, to the Secretary, a Member of the Society to be the Member's proxy, to vote on a specific subject.

19.4.2 Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.

19.4.3 No Member may hold more than two (2) proxies.

19.5 Manner of Determining Whether Resolution Carried

Unless a Poll is demanded under Rule 19.6, if a question arising at a General Meeting of the Society is determined by general agreement or a show of hands, a declaration must be made by the Chairperson of the General Meeting that the resolution has been:

- (a) Carried unanimously;
- (b) Carried by a particular majority; or
- (c) Lost.

19.5.1 If the declaration relates to a Special Resolution, then subject to Rule 19.1(c), the declaration should state that a Special Resolution has been determined.

19.5.2 The declaration made under Rule 19.5(a) must be entered into the minutes of the Society.

19.5.3 The entry in the respective minutes of the Society under Rule 19.5.3 is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19.6 Poll at General Meetings

At a General Meeting, a poll on any question may be demanded by either:

- (a) The Chairperson of the meeting; or
- (b) At least three Members present in person.

19.6.2 If a poll is demanded at a General Meeting, the poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

19.6.3 If a poll is demanded at a General Meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to electing a person to preside over the meeting;
- (b) Immediately in the case of a poll which relates to adjourning the meeting;
or
- (c) In any other case, in the manner and time before the close of the meeting as the Chairperson directs.

20. MINUTES OF MEETINGS

20.1 Minutes of Meetings

20.1.1 The Secretary (or a person authorised by the Committee from time to time) must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.

20.1.2 The minutes are to be taken and entered into a minute book, kept for that purpose, within 30 days of the holding of each meeting.

20.1.3 The Chairperson must ensure that the minutes of a general meeting or committee meeting under Rule 20.1.1 are reviewed and signed as correct by:

- (a) The Chairperson of the general meeting or committee meeting to which those minutes relate.

20.1.4 When minutes have been entered and signed as correct under this Rules, they are, until the contrary is proved, evidence that:

- (a) The general meeting or committee meeting to which they relate was duly convened and held.
- (b) All proceedings recorded as having taken place at the general meeting or committee meeting did in fact take place at the meeting; and
- (c) All appointments or elections purporting to have been made at the meeting have been validly made.

20.1.5 The minutes of general meetings may be inspected by a member under Rule 27.2.

20.1.6 The minutes of committee meetings may be inspected by a member under Rule 27.2 unless the committee determines that the minutes of committee meetings generally, or the minutes of a specific committee meeting are not to be available for inspection.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds

- 21.1.1** The funds of the Society must be kept in an account in the name of the Society in a financial institution determined by the committee.
- 21.1.2** The funds of the Society are to be used only in pursuance of the objects of the Society.
- 21.1.3** All cheques, drafts, bills of exchange, promissory notes and other financial instruments of the Society must be signed by:
- (a)** Any two (2) committee members, one (1) having to be an executive committee member; or
 - (b)** One (1) executive committee member and a person authorised by the committee.
- 21.1.4** However two signatories who are related by blood, marriage or share an abode may not jointly sign any Society financial instruments or other legal documents.
- 21.1.4** All expenditure above the maximum amount set by the committee from time to time must be approved or ratified at a committee meeting.

21.2 Source of Society Funds

The funds of the Society may be derived from annual membership fees of members, donations, fund raising activities, grants, interest, and any other sources approved by the committee; and as soon as practicable:

- (a)** Deposit all money received by the Society, to the credit of the Society's bank account, without deduction; and
- (b)** After receiving any money, issue an appropriate receipt.

21.3 Financial Records

The Society must keep financial records that:

- (a)** Correctly record and explain its transactions, financial position and performance;
- (b)** Enable true and fair financial statements to be prepared in accordance with Part 5 of the Act; and
- (c)** The Society must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.

21.4 Financial Statements and Financial Reports

For each financial year, the Society must ensure that the requirements under Part 5 of the Act are met; those requirements include:

- (a)** The preparation of the financial statements;
- (b)** It is required, that a review of the monthly financial statements be completed after the completion of each financial year; and

- (c) The presentation of the financial report to the AGM of the Society and if time allows a copy of the Auditor's report should be attached to the minutes of the AGM.

21.5 Review or Audit of Financial Statements or Financial Report

The Society must ensure that a review is undertaken of the financial report of the Society annually or when:

- (a) The by-laws of the Society require a review or audit.
- (b) The members require a review or audit by resolution at a general meeting;
or
- (c) An audit or review is directed by the Commissioner.

22. FINANCIAL YEAR OF THE SOCIETY

The African Violet Society of W.A. (Inc) Financial Year will be the period of 12 months commencing on 1st July and ending on 30th June of the following year

23. ANNUAL GENERAL MEETINGS

The Society must convene an AGM each August at a date, time and place as the Committee decides.

23.1 Notice of AGM

The notice convening an AGM must specify that it is the AGM of the Society and otherwise must comply with Rules 2.2 and 17.3 (as applicable).

23.2 Business to be conducted at AGM

At each AGM of the Society, the Society:

- (a) Must confirm the minutes of the preceding AGM and of any special general meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed,
- (b) Must receive the financial statements of the Society for the preceding financial year,
- (c) Must appoint a reviewer or auditor in accordance with the Act.
- (d) Must present a copy of the review an auditor to the Society; and
- (e) Must elect or appoint the office holders and ordinary committee members.

24. RULES OF THE SOCIETY

24.1 The Rules in this document bind every Member and the Society and each member agrees to comply with these Rules.

24.1.2 The Society gives access to these Rules to all members and new members via the Societies website. A printed copy can be supplied at the members cost.

24.1.3 The Society must keep a current copy of the Rules.

24.2 Amendment of Rules, Name and Objects

24.2.1 The Society may change the name of the Society, the objects and purposes of the Society, alter, rescind or add to these Rules by special resolution in accordance with Rule 19.1 and not otherwise.

24.2.2 When a special resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:

(a) 28 days after the special resolution is passed; or

(b) a period require by the Commissioner.

24.2.3 An amendment to the Rules does not take effect until the required documents are lodged and approved by the Commissioner.

25. AUTHORITY BINDING THE SOCIETY

25.1 Executing Documents

25.1.1 The Society may execute a document without using a common seal if the document is signed by:

(a) Any two (2) committee members, one of whom must be an executive committee member; or

(b) One executive committee member and a person authorised by the committee.

25.2 Use of the Common Seal

25.2.1 The Society must have a common seal on which its corporate name appears in legible characters.

25.2.2 The common seal of the Society must not be used without the express authority of the committee and every use of that common seal must be recorded in the minutes.

25.2.3 The common seal of the Society must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

25.2.4 The affixing of the common seal of the Society must be witnessed by any two (2) of the following committee members: Chairperson, Secretary or Treasurer

26. THE SOCIETY'S BOOKS AND RECORDS

26.1 Custody of the Books of the Society

Except as otherwise decided by the committee from time to time, the Secretary must keep in their custody or under their control all of the Books of the Society with the exception of the Financial Records which, except as otherwise directed by the committee from time to time, are to be kept under the custody or control of the Treasurer.

26.1.1 The financial records and, as applicable, the financial statements or financial reports of the Society must be kept in the Treasurer's custody or under the Treasurer's control.

26.1.2 The Books of the Society must be retained for at least 7 years.

26.2 Inspecting the Books of the Society

Subject to these Rules, and in particular Rule 20.1.6 a member is able to inspect the Books of the Society free of charge at such time and place as is mutually convenient to the Society and the Member.

26.2.1 A member must contact the Secretary to request to inspect the Books of the Society.

26.2.2 The member may copy details from the Books of the Society but has no right to remove the Books of the Society for that purpose.

26.3 Prohibition on Use of Information in the Books of the Society

A member must not use or disclose information in the Books of the Society except for a purpose:

- (a) That is directly connected with the affairs of the Society; or
- (b) Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

26.4 Returning the Books of the Society

Outgoing committee members are responsible for transferring all relevant assets and Books of the Society to the new committee within 14 days of ceasing to be a committee member.

27. RESOLVING DISPUTES

27.1 Disputes Arising under the Rules

This Rule applies to:

- (a) Disputes between members; and
- (b) Disputes between the Society and one or more members that arise under the Rules or relate to the Rules of the Society.

27.1.1 In this Rule "member" includes any former member whose membership ceased not more than three months before the dispute occurred.

27.1.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27.1.3 If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the Secretary of the parties to, and details of, the dispute.

27.1.4 The Secretary must convene a committee meeting within 14 days after the Secretary receives notice of the dispute under Rule 27.1.3 for the Committee to determine the dispute.

27.1.5 At the committee meeting to determine the dispute, all parties to the dispute

must be given a full and fair opportunity to state their respective cases orally, in writing or both.

27.1.6 The Secretary must inform the parties to the dispute of the committee's decision and the reasons for the decision within 7 days after the committee meeting referred to in Rule 27.1.4

27.1.7 If any party to the dispute is dissatisfied with the decision of the committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

27.2 Mediation

This Rule applies:

- (a) Where a person is dissatisfied with a decision made by the committee under Rule 27.1; or
- (b) Where a dispute arises between a member or more than one member and the Society and any party to the dispute elects not to have the matter determined by the Committee.

27.2.2 Where the dispute relates to a proposal for the suspension or expulsion of a member this Rule does not apply until the procedure under Rule 7.3 in respect of the proposed suspension or expulsion has been completed.

27.2.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required (14 days) by Rule 27.1.3 or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 27.2 a party to a dispute may:

- (a) Agree to, or request the appointment of a mediator by providing written notice of the details of the dispute to the Secretary and the parties involved.

27.2.4 The party or parties requesting the mediation must pay the costs of the mediation.

27.2.5 The mediator must be:

- (a) A person chosen by agreement between the parties; or
- (b) In the absence of agreement:
 - (1) If the dispute is between a member and another member – a person appointed by the committee; or
 - (2) if the dispute is between a member or more than one member and the Society, the committee or a committee member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

27.2.6 A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.

27.2.7 The parties to the dispute must, in good faith, attempt to settle the dispute by

mediation.

27.2.8 The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least seven (7) days before the mediation session.

27.2.9 The mediator, in conducting the mediation, must:

- (a) Give the parties to the mediation process every opportunity to be heard;
- (b) Allow all parties to consider any written statement submitted by any party; and
- (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (d) The mediator must not determine the dispute.

27.2.10 Mediation must be confidential and information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

27.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

28. CANCELLATION AND DISTRIBUTION OF PROPERTY

28.1 Closing down the Society

The Society may cease its activities and have its incorporation cancelled in accordance with the Act if 75 per cent of members resolve by special resolution that the Society will:

- (a) Apply to the Commissioner for cancellation of its incorporation; or
- (b) Appoint a liquidator to wind up its affairs.

28.2 Resolving outstanding obligations

Before cancellation can take place, outstanding debts or any other outstanding legal obligations, or current legal proceedings must be completed.

28.3 Disposal of surplus property

Upon cancellation of the Society, surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members and:

28.3.1 At the time the Surplus Property is distributed, the selected association must have Rules that prevent the property being distributed to its members.

28.3.2 Determination of which association receives the property shall be by a vote of members of the Society.

